

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Chan Heng Fai Ambrose</u> (Last) (First) (Middle) <u>9 TEMASEK BOULEVARD #16-4</u> <u>SUNTEC TOWER TWO</u> (Street) <u>SINGAPORE</u> <u>U0</u> <u>038989</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alset Inc.</u> [<u>AEI</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>07/23/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>07/23/2025</u>		<u>J</u> ⁽¹⁾		<u>27,666,667</u>	<u>A</u>	<u>(1)</u>	<u>31,789,903</u> ⁽²⁾	<u>D</u>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Convertible Debt</u>	<u>\$3</u>	<u>07/23/2025</u>		<u>J</u>		<u>27,666,667</u> ⁽¹⁾		<u>07/23/2025</u>	<u>07/23/2030</u>	<u>Common Stock</u>	<u>27,666,667</u>	<u>(1)</u>	<u>27,666,667</u>	<u>D</u>	
<u>Convertible Debt</u>	<u>\$3</u>	<u>07/23/2025</u>		<u>C</u>			<u>27,666,667</u> ⁽¹⁾	<u>07/23/2025</u>	<u>07/23/2030</u>	<u>Common Stock</u>	<u>27,666,667</u>	<u>(1)</u>	<u>0</u> ⁽²⁾	<u>D</u>	

Explanation of Responses:

1. On July 23, 2025, in consideration for the acquisition of certain assets, Alset Inc. issued a convertible promissory note (the "Note") to Chan Heng Fai in the amount of \$83,000,000. The Note was convertible at a conversion price of \$3.00 per share. On July 23, 2025, Mr. Chan converted the entire principal of the Note into 27,666,667 newly issued shares of the Issuer's common stock.
2. In addition to the shares of common stock held directly by Mr. Chan, Mr. Chan also indirectly owns 3,875,506 shares of common stock held by HFE Holdings Limited. Mr. Chan has sole voting and investment power with respect to the shares held by HFE Holdings Limited. Mr. Chan is the beneficial owner of 35,665,409 shares of the common stock of Alset Inc.

/s/ Chan Heng Fai Ambrose

07/23/2025

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.